



P97000017825

ACCOUNT NO. : 072100000032

REFERENCE : 870571 4336650

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : October 20, 2000

ORDER TIME : 11:03 AM

ORDER NO. : 870571-005

CUSTOMER NO: 4336650

CUSTOMER: Ms. Michelle E. Smith
Baker & Mckenzie
19th Floor
1200 Brickell Avenue
Miami, FL 33131

RECEIVED

00 OCT 20 AM 11:25

DIVISION OF CORPORATIONS

DOMESTIC AMENDMENT FILING

NAME: AXA RE LATIN AMERICA, INC.

EFFECTIVE DATE: 10/13/00

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

 JR
10/23/00

*00789, 00563, 02673, 00672

FILED
00 OCT 20 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Patricia
Name
changed
Amended
0000003433510--9



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 20, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: AXA RE LATIN AMERICA, INC.
Ref. Number: P97000017825

We have received your document for AXA RE LATIN AMERICA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 300A00055

RE

Please
submit

RECEIVED
00 OCT 23 PM 3: 57
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
AXA RE LATIN AMERICA, INC.**

FILED
00 OCT 20 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, AXA RE Latin America, Inc. adopts the following articles of amendment to its articles of incorporation.

WHEREAS, it is the desire of the sole shareholder to amend the Articles of Incorporation of the Corporation to change the name of the Corporation; The amendment was approved and adopted by the sole shareholder on October 12, 2000.

NOW, THEREFORE, BE IT RESOLVED, that Article I of the Articles of Incorporation of the Corporation be and hereby is amended in its entirety to read as follows :

"ARTICLE 1 - NAME

The name of the Corporation is AXA Corporate Solutions Latin America, Inc"

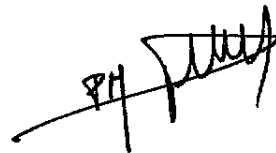
FURTHER RESOLVED, Article IV of the Articles of Incorporation of the Corporation and hereby is amended in its entirety to read as follows :

"ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is Suite 1700, 1200 Brickwell Avenue, Miami, FL 33131 and the name of its registered agent at such address is Jorge Linero."

FURTHER RESOLVED, that the officers of this Corporation, acting singly, for and on behalf of this Corporation, under its corporate seal or otherwise, be and hereby are authorized to execute any and all documents and perform any and all acts that they, in their sole discretion deem necessary or appropriate to effect the foregoing resolution and to cause this Amendment to be effective as of October 13, 2000.

AXA RE LATIN AMERICA, INC.



By : Pierre-Marie DUCORPS
Its : Chief Financial Officer

Date : October 12, 2000


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That AXA Corporate Solutions Latin America, Inc., organized under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Jorge Liñero, located at Suite 1700, 1200 Brickell Avenue, City of Miami, State of Florida, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, the place designated in this certificate, Jorge Liñero hereby agrees to act in this capacity, and Jorge Liñero further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his/her duties.

FILED
00 OCT 20 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Jorge Liñero

October 12, 2000
Date